

12785-15
RECORDATION NO. _____ Filed 1425

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JAN 21 1981 -1 15 PM
BURLINGTON NORTHERN
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

RECORDATION NO. _____ Filed 1425

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12785-1-021-1-00

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2178

RECORDATION NO. _____ Filed 1425

JAN 21 1981 -1 15 PM JAN 21 1981 -1 15 PM

JAN 21 1981

Fee \$ 50.00

JAN 21 1981 -1 15 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. _____ Filed 1425

January 20, 1981

RECORDATION NO. _____ Filed 1425

Gentlemen:

JAN 21 1981 -1 15 PM

JAN 21 1981 -1 15 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York
Attn: Corporate Trust Department
30 West Broadway
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company
176 East Fifth Street
St. Paul, Minnesota 55101

RECEIVED
JAN 21 1981
FEDERAL DEPARTMENT OF TRANSPORTATION

Steven Paul Rusk
C. Rusk

January 20, 1981

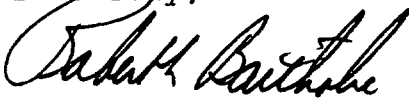
Successor Mortgagor: Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic
Assistant General Counsel

RLB/gtdl,23



BURLINGTON NORTHERN

LAW DEPARTMENT

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

No. 1-02-1100

Date JAN 23 1981

For \$ 110.00

100 Washington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel
Kunkel Transportation Services, Inc.
Suite 523
425-13th Street N.W.
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

Patricia A. Jung

Patricia A. Jung
Administrative Secretary

Enclosure

RECEIVED
JAN 23 1981
FEE OPERATION RR

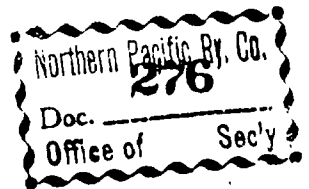
RECORDATION NO.

12785

FILED 1225

JAN 21 1981 -1 15 PM

INTERSTATE COMMERCE COMMISSION



SECOND SUPPLEMENT TO
ST. PAUL-DULUTH DIVISION MORTGAGE

NORTHERN PACIFIC RAILWAY COMPANY

TO

GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE.

DATED APRIL 6, 1908.

THIS INDENTURE, made this 6th day of April, in the year one thousand nine hundred and eight (1908), between the NORTHERN PACIFIC RAILWAY COMPANY, a corporation created by and existing under the laws of the state of Wisconsin, hereinafter termed the "Railway Company", party of the first part, and the GUARANTY TRUST COMPANY OF NEW YORK, a corporation created by and existing under the laws of the state of New York, hereinafter termed the "Trustee" party of the second part,

WITNESSETH:

WHEREAS the Railway Company heretofore and on or about the 15th day of June, 1900, made its certain mortgage or trust deed to the Trustee, dated on said last named day, and designated the St. Paul-Duluth Division Mortgage, wherein and whereby the Railway Company, to secure the payment of principal and interest of certain bonds described in said mortgage, did convey to the Trustee the railway property, equipments and franchises theretofore belonging to the St. Paul and Duluth Railroad Company, more particularly described in said mortgage, and

WHEREAS it is provided in said mortgage that the Trustee may, on request of the Railway Company, release from the lien of said mortgage parts of the mortgaged premises that may not be required for use in connection with the lines of railway mortgaged in case the Railway Company shall have contracted to exchange the same for other property, and it is also provided that, in case property is so released and new property is acquired by the Railway Company to take the place of the property so released, the Railway Company will, if requested by the

Trustee, convey the property so acquired by appropriate instruments upon the trusts of said mortgage, and

WHEREAS heretofore the Railway Company has conveyed to the Bay Front Dock Company the northwesterly thirty (30) feet of lot thirty-one (31), in block six (6), of Bay Front Division of Duluth, according to the recorded plat thereof on file in the office of the Register of Deeds of St. Louis County, Minnesota, in exchange for lots one (1), two (2) and three (3), of block seven (7), of said Bay Front Division of Duluth, which has been conveyed by the Bay Front Dock Company to the Railway Company, and said northwesterly thirty (30) feet of said lot thirty-one (31), of block six (6), has been released from the lien of said St. Paul-Duluth Division Mortgage by the Trustee at the request of the Railway Company.

NOW THEREFORE, in consideration of the premises and of the sum of one dollars (\$1.00) to it in hand paid by the Trustee, the Railway Company has made and delivered to the Trustee this Second Supplement to its said St. Paul-Duluth Division Mortgage upon the terms and conditions and for the purposes of said St. Paul-Duluth Division Mortgage as therein specified, and to secure the payment of the principal and interest of all such bonds at any time issued and outstanding under said indenture according to their tenor and effect, the Railway Company has granted, bargained, sold and conveyed and by these presents does grant, bargain, sell and convey unto the Trustee, party of the second part, its successors and assigns, forever, all and singular the following land situated in the City of Duluth, county of St. Louis, and state of Minnesota, to wit:

Lots one (1), two (2) and three (3), of block seven (7), of Bay Front Division of Duluth, according to the recorded plat thereof on file in the office of the Register of Deeds of said county.

TO HAVE AND TO HOLD the same unto the trustee, its successors and assigns, forever, but in trust nevertheless for the equal and proportionate benefit and security of all and every, the present and future holders of any and every bond and interest obligation issued under and secured by or to be issued under and secured by the said St. Paul-Duluth Division Mortgage as therein set forth.

IN WITNESS WHEREOF, the Northern Pacific Railway Company, party of the first part, has caused this indenture to be signed and acknowledged or proved by its President and its corporate seal to be hereto affixed and the same to be attested by the signature of its Assistant Secretary, and the Guaranty Trust Company of New York, party of the second part, has caused its corporate seal to be hereto affixed and attested by the signature of its Secretary and these presents to be signed and acknowledged or proved by its Vice President in token of its acceptance of the trust created, the day and year first above written.

Witnesses as to
Northern Pacific Railway Company:
Edwin D. Clark
E. M. Willis

NORTHERN PACIFIC RAILWAY COMPANY,
By Howard Elliott
President.
Attest E. H. Relf
Assistant Secretary.

Witnesses as to
Guaranty Trust Company of New York:
R. C. Newton
James D. Hurd

GUARANTY TRUST COMPANY OF NEW YORK,
By A. J. Hemphill
Vice President.
Attest E. C. Hebbard
Secretary.

Seal

STATE OF MINNESOTA,)
County of Ramsey.) ss:

I, Edwin D. Clark, a notary public in and for the county of Ramsey and state of Minnesota, do hereby certify that on this sixth day of April 1908, before me appeared Howard Elliott and R. H. Relf known to me to be respectively the President and the Assistant Secretary of the Northern Pacific Railway Company, and each being by me first duly sworn, they did each say that Howard Elliott is the President and R. H. Relf is the Assistant Secretary of the Northern Pacific Railway Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and Howard Elliott and R. H. Relf each acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Seal.

Edwin D. Clark
Notary Public, Ramsey County, Minnesota.
My commission expires July 5, 1914.

STATE OF NEW YORK,)
COUNTY OF NEW YORK,) ss:
CITY OF NEW YORK.)

I, James D. Hurd, a notary public in and for the county and state of New York, do hereby certify that on this 8th day of April 1908, before me appeared A. J. Hemphill and E. C. Hebbard known to me to be respectively the Vice President and the Secretary of the Guaranty Trust Company of New York, and each being by me first duly sworn, they did each say that A. J. Hemphill is the Vice President and E. C. Hebbard is the

Secretary of the Guaranty Trust Company of New York; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and A. J. Hemphill and E. C. Ebbard each acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

James D. Hurd
Notary Public, City, County and State of
New York.

Seal.

My commission expires 30th March 1910
Notary Public No. 64, Kings County,
Certificate filed in New York County,
and N. Y. County Register's Office No. 587
Commission expires 30th March, 1910.

Copy of endorsement

118702

Office of Register of Deeds, State of Minnesota, County of
St. Louis : ss:-

I hereby certify that the within instrument was filed in this office for record April 14, 1908 at 9 A.M. and was duly recorded in book 212 of mtgs. page 152.

M.C. Palmer
Register of Deeds.

By Thos. Clark
Deputy.